

**ATTACHMENT 2**

**ARTICLES OF INCORPORATION AND CERTIFICATE OF AUTHORITY  
TO TRANSACT BUSINESS**

WILLIAMS COMMUNICATIONS, LLC

## Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WILLIAMS COMMUNICATIONS, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTH DAY OF SEPTEMBER, A.D. 1989, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "NATIONAL VIDEO NETWORK, INC." TO "VYVX NATIONAL VIDEO NETWORK, INC.", FILED THE EIGHTH DAY OF FEBRUARY, A.D. 1990, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VYVX NATIONAL VIDEO NETWORK, INC." TO "VYVX, INC.", FILED THE SECOND DAY OF JANUARY, A.D. 1992, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE FOURTH DAY OF APRIL, A.D. 1996, AT 2 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTIETH DAY OF NOVEMBER, A.D. 1996, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTIETH DAY OF FEBRUARY, A.D. 1997, AT 2:15 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-SEVENTH DAY OF



2206783 8100H

991316079

  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9896273

07-30-99

State of Delaware  
Office of the Secretary of State

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PAGE 2

FEBRUARY, A.D. 1997, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE SEVENTH DAY OF MARCH,  
A.D. 1997, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE NINETEENTH DAY OF  
DECEMBER, A.D. 1997, AT 10 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF  
DECEMBER, A.D. 1997, AT 3:02 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VYVX,  
INC." TO "WILLIAMS COMMUNICATIONS, INC.", FILED THE TWENTY-NINTH  
DAY OF JANUARY, A.D. 1998, AT 3:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2206783 8100H

991316079

AUTHENTICATION: 9896273

DATE: 07-30-99

CERTIFICATE OF INCORPORATION  
OF  
NATIONAL VIDEO NETWORK, INC.

FIRST: The name of the Corporation is  
NATIONAL VIDEO NETWORK, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, City of Wilmington, State of Delaware, County of New Castle, and the name and address of its registered agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of common stock which the Corporation shall have authority to issue is 1,000 shares, all of which shall be with a par value of one dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David M. Higbee	One Williams Center Tulsa, OK 74172

SIXTH: Upon the filing of the Certificate of Incorporation, the authority of the incorporator shall terminate and the following named individuals, whose mailing addresses are set out beside their names, shall serve as directors until the first Annual Meeting of the Stockholders or until their successors are elected and qualified:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David R. Bishop	One Williams Center Tulsa, OK 74172
Henry C. Hirsch	One Williams Center Tulsa, OK 74172
Jerry R. Sellers	1000 Louisiana, Suite 4700 Houston, TX 77002
Roy A. Wilkens	One Williams Center Tulsa, OK 74172

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for defining and regulating the powers of the Corporation and its directors and stockholders:

1. The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

2. The first meeting of the stockholders for the election of directors shall be held in Tulsa, Oklahoma, at the office of the Corporation, on July 3, 1990, or at such other time and place as may be designated by the Board of Directors, and thereafter the directors shall be elected at the time and place named in the By-laws of the Corporation.

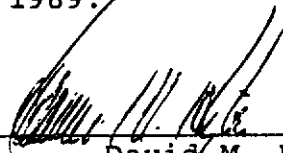
3. Written ballots shall not be required for the election of directors of the Corporation.

4. The Board of Directors shall have the power to make, alter or repeal By-laws of the Corporation.

5. The By-laws of the Corporation may fix or provide the manner of fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than three.

6. To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of such director's fiduciary duty as a director.


IN WITNESS WHEREOF, I, the undersigned, being the incorporator of the Corporation hereinbefore named, do certify that the facts herein stated are true, that the execution of this instrument is my act and deed, and that I accordingly have hereunto set my hand this 1st day of September, 1989.




David M. Higbee

IN WITNESS WHEREOF, said NATIONAL VIDEO NETWORK, INC.  
has caused this certificate to be signed by Roy A. Wilkens, its  
Chairman of the Board, and attested by David M. Higbee, its  
Secretary, this 5th day of February, 1990.

NATIONAL VIDEO NETWORK, INC.

By   
Roy A. Wilkens  
Chairman of the Board

ATTEST:

By   
David M. Higbee  
Secretary

342/MIN

1-2-92

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \* \*

VYVX NATIONAL VIDEO NETWORK, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated December 31, 1991, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Certificate of Incorporation of VYVX NATIONAL VIDEO NETWORK, INC., be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the Corporation is:  
VYVX, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.



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THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said VYVX NATIONAL VIDEO NETWORK, INC. has caused this certificate to be signed by Henry C. Hirsch, its Senior Vice President, and attested by David M. Higbee, its Secretary, this 31st day of December, 1991.

VYVX NATIONAL VIDEO NETWORK, INC.

By: 

Henry C. Hirsch  
Senior Vice President

ATTEST:

By: 

David M. Higbee  
Secretary

JUL 1996

**CERTIFICATE OF MERGER**  
**OF**  
**WIRELESS ACQUISITION CORPORATION**  
**INTO**  
**VYVX, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
Wireless Acquisition Corporation	Delaware
Vyvx, Inc.	Delaware

**SECOND:** That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Vyx, Inc.

**FOURTH:** That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is One Williams Center, Tulsa, Oklahoma 74172.

**FIFTH:** That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to either stockholder of any constituent corporation.

Dated: April 4, 1996

VYVX, INC.

By: 

David M. Higbee  
Secretary

11-20-96

CERTIFICATE OF OWNERSHIP  
MERGING  
CYCLE-SAT ACQUISITION CORPORATION  
INTO  
VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Cycle-Sat Acquisition Corporation, a corporation incorporated on November 13, 1996 under the laws of the State of Delaware (hereinafter called "Cycle-Sat"), and that Vyvx, by resolutions of its Board of Directors duly adopted on the 19th day of November, 1996, determined to and did merge into itself said Cycle-Sat which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Cycle-Sat Acquisition Corporation, a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation desires to merge into itself the said Cycle-Sat Acquisition Corporation and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW THEREFORE, BE IT RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Cycle-Sat Acquisition Corporation and assumes all of its liabilities and obligations.

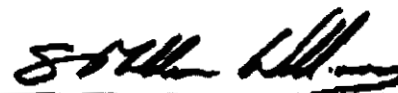
RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Cycle-Sat Acquisition Corporation and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 20th day of November, 1996.

VYVX, INC.

By:



S. Miller Williams  
Vice President

ATTEST:



David P. Batow  
Asst. Secretary

[SEAL]

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**CERTIFICATE OF MERGER**

**OF**

**WILTECH CABLE TELEVISION SERVICES, INC.**

**INTO**

**VYVX, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
WilTech Cable Television Services, Inc.	Delaware
Vyvx, Inc.	Delaware

**SECOND:** That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Vyx, Inc.

**FOURTH:** That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 111 E. 1st Street, Tulsa, Oklahoma 74103.

**FIFTH:** That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

Dated: February 12, 1997

VYVX, INC.

By: 

David M. Higbee  
Secretary

CERTIFICATE OF OWNERSHIP

PENDING

VIACOM MGS SERVICES INC.

INTO

VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Viacom MGS Services Inc., a corporation incorporated on May 18, 1967 under the laws of the State of Delaware (hereinafter called "Viacom"), and that Vyvx, by resolutions of its Board of Directors duly adopted on December 31, 1996 determined to and did merge into itself said Viacom which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Viacom MGS Services Inc., a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, the Corporation desires to merge into itself said Viacom MGS Services Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Viacom MGS Services Inc. and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Viacom MGS Services Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or


without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 27th day of February, 1997.

VYVX, INC.

By:   
S. Miller Williams  
Vice President

ATTEST:

  
\_\_\_\_\_  
David M. Higbee  
Secretary

[SEAL]

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3-7-97

CERTIFICATE OF CORRECTION  
OF THE  
CERTIFICATE OF MERGER OF  
WILTECH CABLE TELEVISION SERVICES, INC.  
INTO  
VYVX, INC.

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Pursuant to Section 103(f) of the General  
Corporation Law of the State of Delaware

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VYVX, INC., a Delaware corporation (the "Corporation"), does hereby certify as follows:

**FIRST:** On February 20, 1997, the Corporation erroneously filed with the Secretary of State of Delaware a Certificate of Merger which set forth that WilTech Cable Television Services, Inc., a Delaware corporation, was merged into the Corporation.


**SECOND:** While the Corporation intends to eventually merge WilTech Cable Television Services, Inc. into the Corporation, due to clerical error, the Certificate of Merger was filed prematurely. Consequently, the Certificate of Merger should not have been filed.

**THIRD:** The Certificate of Merger filed on February 20, 1997 is null and void.

**FOURTH:** This Certificate of Correction has been prepared in accordance with the provisions of Section 103(f) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, VYVX, Inc. has caused this Certificate of Correction to be executed in its corporate name this 10th day of March, 1997.

 VYVX, INC.

By:   
Name: Howard E. Janzen  
Title: Chairman of the Board



ATTEST:

By: 

David M. Higbee  
Secretary

## CERTIFICATE OF OWNERSHIP

## MERGING

GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.

INTO

VYVX, INC.

VYVX, INC., a corporation incorporated on the 5th day of September, 1989 (hereinafter called "Vyvx"), pursuant to the provisions of the General Corporation Law of Delaware does hereby certify that Vyvx owns all the capital stock of Global Access Telecommunications Services, Inc., a corporation incorporated on June 10, 1994 under the laws of the State of Massachusetts (hereinafter called "Global"), and that Vyvx, by resolutions of its Board of Directors duly adopted on December 17, 1997, determined to and did merge into itself said Global which resolutions are the following:

WHEREAS, the Corporation lawfully owns all the outstanding stock of Global Access Telecommunications Services, Inc., a corporation organized and existing under the laws of the State of Massachusetts; and

WHEREAS, the Corporation desires to merge into itself said Global Access Telecommunications Services, Inc. and to be possessed of all the estate, property, rights, privileges and franchises of said corporation;

NOW, THEREFORE, BE IT

RESOLVED that the Corporation merge into itself, and it does hereby merge into itself said Global Access Telecommunications Services, Inc. and assumes all of its liabilities and obligations.

RESOLVED that the president or any vice-president, and the secretary or any assistant secretary thereof be, and they hereby are, directed to make and execute, under the corporate seal of this corporation, a certificate of ownership setting forth a copy of the resolutions, to merge said Global Access Telecommunications Services, Inc. and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County.

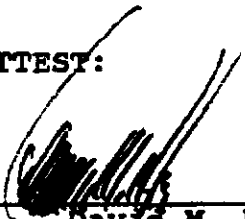
RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its vice president and attested by its secretary, the 17th day of December, 1997.

VYVX, INC.

By:   
S. Miller Williams  
Vice President

ATTEST:

  
David M. Higbee  
Secretary

[SEAL]

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## CERTIFICATE OF MERGER

OF

GLOBAL ACCESS TELECOMMUNICATIONS SERVICES, INC.  
CRITICAL TECHNOLOGIES, INC.  
WCG TELESERVICES, INC.  
WILTEL FINANCIAL CORPORATION

INTO

VYVX, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

## DOES HEREBY CERTIFY:

**FIRST:** That the name and state of incorporation of each of the constituent corporations of the mergers is as follows:

<u>NAME</u>	<u>PLACE OF INCORPORATION</u>
Global Access Telecommunications Services, Inc.	Delaware
Critical Technologies, Inc.	Delaware
WCG Teleservices, Inc.	Delaware
WilTel Financial Corporation	Delaware
Vyvx, Inc.	Delaware

**SECOND:** That agreements of merger between the parties to the mergers have been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the mergers is Vyx, Inc. and its Certificate of Incorporation shall remain unchanged.

**FOURTH:** That the executed Agreements of Merger are on file at the principal place of business of the surviving corporation, the address of which is One Williams Center, Tulsa, Oklahoma 74172.

**FIFTH:** That copies of the Agreements of Merger will be furnished by the surviving corporation, on request and without cost, to the stockholders of any constituent corporation.

Dated: December 18, 1997

VYVX, INC.

By: 

David M. Higbee  
Secretary

1-29-98

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

\* \* \* \* \*

VYVX, INC., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by unanimous written consent dated January 29, 1998, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED that the Board of Directors of the Corporation hereby recommends and declares advisable an amendment to Article FIRST of the Corporation's Certificate of Incorporation to change the name of the Corporation so that, as amended, said Article FIRST shall be and read as follows:

"FIRST: The name of the Corporation is:

WILLIAMS COMMUNICATIONS, INC."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of Delaware.

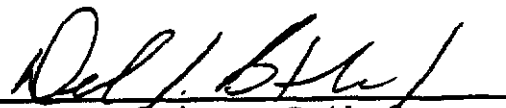
THIRD: That the aforesaid amendment was duly adopted in

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accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said VYVX, INC. has caused this certificate to be signed by Delwin L. Bothof, its President, and attested by David M. Higbee, its Secretary, this 29th day of January, 1998.

VYVX, INC.

By:   
Delwin L. Bothof  
President

ATTEST:

By: 

David M. Higbee  
Secretary

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## **OPERATING AGREEMENT**

### **OF**

## **WILLIAMS COMMUNICATIONS, LLC**

THIS OPERATING AGREEMENT dated as of the 1<sup>st</sup> day of January 2001, is made by WILLIAMS COMMUNICATIONS GROUP, INC., a Delaware corporation with offices at One Williams Center, Tulsa, Oklahoma 74172.

WHEREAS, on the 1<sup>st</sup> day of January 2001, WILLIAMS COMMUNICATIONS GROUP, INC. formed a limited liability company pursuant to the provisions of the Delaware Limited Liability Company Act by having the Certificate of Formation of WILLIAMS COMMUNICATIONS, LLC (the "Company") filed with the Secretary of the State of Delaware.

NOW, THEREFORE, in order to establish the Company and provide for its authority to transact business, WILLIAMS COMMUNICATIONS GROUP, INC. hereby declares as follows:

### **ARTICLE I - ADOPTION OF ORGANIZATIONAL DOCUMENTS; PRIORITY OF AUTHORITIES**

Section 1.1 Certificate of Formation and Operating Agreement Adoption. The form of the Certificate of Formation of the Company which has been filed with the Secretary of State of the State of Delaware is hereby adopted by WILLIAMS COMMUNICATIONS GROUP, INC., and all actions taken in organizing the Company, including, but not limited to, the filing of such Certificate of Formation, are in all respects ratified, confirmed, adopted and approved. This Operating Agreement is hereby adopted by WILLIAMS COMMUNICATIONS GROUP, INC. to govern the internal business and affairs of the Company.

Section 1.2 Priority of Authorities. The provisions hereof shall be controlling except to the extent they are in direct conflict with provisions of the Certificate of Formation of the Company as now in existence and as amended from time to time (the "Certificate") or provisions of the Delaware Limited Liability Company Act as now in existence and as amended from time to time (the "Act").

Section 1.3 Change of Certificate and Operating Agreement. It shall require the consent of only WILLIAMS COMMUNICATIONS GROUP, INC. to change the Certificate of Formation and/or this Operating Agreement.

### **ARTICLE II - OFFICES; RESIDENT AGENT**

Section 2.1 Offices. The Company's principal place of business shall be One Williams Center, Tulsa, Oklahoma 74172, until changed as provided by the Act. The Company may also

have such other offices and places of business as the business of the Company may require.

Section 2.2 Name. The name of the limited liability company formed hereby shall continue to be WILLIAMS COMMUNICATIONS, LLC. All business of the Company shall be conducted in such name; however, upon application to qualify the Company to do business in foreign states where the name of the Company is not available for use, the Company may conduct business under the name VYVX, LLC.

Section 2.3 Registered Agent. The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.

### ARTICLE III - MANAGEMENT

#### Section 3.1 Board of Directors:

(a) The management of the Company and its business shall be vested by a Board of Directors (the "Board") which shall consist of five (5) Directors. All Directors shall be appointed by, and may be removed or replaced at the discretion of, WILLIAMS COMMUNICATIONS GROUP, INC.

(b) The Board shall act by resolution duly adopted by vote at a meeting of the Board or by consent in writing of all Directors. At all Board meetings, Directors may vote in person or by proxy. Directors may participate in a meeting by any means of communication by which all Directors participating in such meeting may simultaneously hear each other during the meeting.

(c) WILLIAMS COMMUNICATIONS GROUP, INC. hereby appoints the following Directors:

Howard E. Janzen  
Delwin L. Bothof  
Laura A. Kenny  
Frank M. Semple  
Joseph C. Turcotte

Directors shall serve until their resignation or until their successors are appointed.

Section 3.2 Appointment and Removal of Directors. WILLIAMS COMMUNICATIONS GROUP, INC. may at any time, by written notice, substitute a new Director to serve or designate an alternate to act for and in place of an existing Director.

#### Section 3.3 Exercise of Authority Granted to the Board.

(a) Subject to the limitations of paragraph (b) below, or otherwise contained



in this Operating Agreement, the Board may delegate such general or specific authority to the officers of the Company as it considers desirable. The officers of the Company may, subject to any restraints or limitations imposed by the Board, exercise the authority granted to them.

- (b) Notwithstanding anything contained herein to the contrary, the authority to determine the following matters with respect to the Company shall be retained by the Board and any action with respect thereto may be taken by the officers of the Company (within such general or specific limits as may be determined by the Board) only after the Board has approved the action in question in accordance with this Section. The following actions shall require the affirmative vote of a majority of all Directors:

- (i) Appointing and removing any Officer;

- (ii) Changing the fiscal year of the Company or any accounting policy or procedure of the Company, except as required by law;

- (iii) Sale, lease or other disposition of all or substantially all of the Company's assets;

- (iv) Borrowing, lending, securing or guaranteeing the payment of funds or obligations of the Company;

- (v) Recapitalization, dissolution or merger of the Company, other than where the Company survives the transaction in which case any officer of the Company may approve the transaction;

- (vi) Pledging, placing in trust, assigning or otherwise encumbering any existing property real or personal, owned or hereafter acquired by the Company as collateral or security for any borrowing or other obligation of the Company, except for pledges or deposits under workers' compensation, unemployment insurance and social security laws or to secure the performance of bids, tenders, contracts (other than for the repayment of money), or leases, or to secure statutory obligations or surety or appeal bonds or to secure indemnity, performance or similar bonds used in the ordinary course of business;

- (vii) Making loans or advances to any party, excluding advances for travel and relocation expenses;

- (viii) Amending the Certificate or this Operating Agreement.

- (c) Subject to the foregoing, the Officers of the Company shall be fully authorized to handle the day-to-day business and decisions of the Company.

#### Section 3.4 Meetings of the Board.

(a) Meetings of the Directors shall be held from time-to-time on the date and at the time determined by the President or any Director of the Company.

(b) Unless waived in writing by all of the Directors, at least five business days' prior notice of any meeting shall be given to each Director, except in the case of an emergency meeting. Such notice shall state the purpose for which such meeting has been called.

(c) A quorum shall be required for any meeting or action by the Board of Directors. Three (3) Directors shall constitute a quorum.

(d) The Board shall cause to be kept a book of minutes of all of its meetings in which there shall be recorded the time and place of such meeting, whether regular or special, and if special, by whom such meeting was called, the notice thereof given, the name of those present and the proceedings thereof. Copies of any consents in writing shall also be filed in such minute book.

#### Section 3.5 Officers of the Company.

(a) The Company shall have such officers as are designated below and as may be designated by the Board from time-to-time, who shall act as agents of the Company, who shall have such powers as are usually exercised by comparably designated officers of a Delaware corporation and who shall have the power to bind the Company through the exercise of such powers, to the extent consistent with the terms of this Operating Agreement.

(b) WILLIAMS COMMUNICATIONS GROUP, INC. hereby appoints the initial officers described below who shall, unless and until removed from office, act as agents of the Company until their resignations are accepted or until their successors are appointed:

<u>Name</u>	<u>Office</u>
Howard E. Janzen	President and Chief Executive Officer
John C. Bumgarner, Jr.	Senior Vice President, Assistant Secretary, Assistant Treasurer
Frank M. Semple	Senior Vice President, Assistant Secretary, Assistant Treasurer
Delwin L. Bothof	Senior Vice President, Assistant Secretary, Assistant Treasurer
Patti L. Schmigle	Senior Vice President, Assistant Secretary, Assistant Treasurer
S. Miller Williams	Senior Vice President, Assistant Secretary, Assistant Treasurer
Scott E. Schubert	Senior Vice President, Chief Financial Officer, Assistant Secretary
Laura A. Kenny	Senior Vice President, Assistant Secretary,

Gerald L. Carson	Assistant Treasurer Senior Vice President, Assistant Secretary, Assistant Treasurer
Joseph C. Turcotte	Senior Vice President, Assistant Secretary, Assistant Treasurer
Kenneth R. Epps	Senior Vice President, Assistant Secretary, Assistant Treasurer
Matthew W. Bross	Senior Vice President, Assistant Secretary, Assistant Treasurer
Greg S. Floerke	Senior Vice President and Assistant Secretary
Bob F. McCoy	Senior Vice President
Bill Cornog	Senior Vice President
Jeffrey Storey	Senior Vice President
John P. Gillispie	Vice President
Mark A. Bender	Vice President, Assistant Secretary, Assistant Treasurer
James H. Greenway, Jr.	Vice President, Assistant Secretary, Assistant Treasurer
Howard S. Kalika	Vice President, Treasurer, and Assistant Secretary
James W. Dutton	Vice President, Assistant Secretary, and Assistant Treasurer
Sharon T. Crow	Vice President, Assistant Secretary, and Assistant Treasurer
Ken Kinnear	Vice President, Controller and Chief Accounting Officer
Mathew Oommen	Vice President
P. David Newsome, Jr.	General Counsel and Secretary
Mark W. Husband	Assistant Treasurer
James G. Ivey	Assistant Treasurer
Timothy J. Gallagher	Assistant Treasurer
Penny G. Colantonio	Assistant Treasurer
Richard H. Martin	Assistant Treasurer
Chip Schaechterle	Assistant Treasurer
Shawna L. Gehres	Assistant Secretary
Loretta K. Roberts	Assistant Secretary
George N. Otey	Assistant Secretary
Joseph W. Miller	Assistant Secretary
Donald J. Hellwege	Assistant Secretary
Rick Wolfe	Assistant Secretary

### Section 3.6    Execution of Documents.

(a) Any deed, deed of trust, bill of sale, lease agreement, security agreement, financing agreement, contract of purchase or sale, partnership agreement or joint venture

agreement, or other contract or instrument purporting to bind the Company or to convey or encumber any of the assets of the Company, may be signed by the President, any Vice President, the Treasurer or the Secretary, and no other signature shall be required.

(b) Any person dealing with the Company shall be entitled to rely on a certificate of the Secretary or any Assistant Secretary as conclusive evidence of the incumbency of any Officer of the Company and his authority to take action on behalf of the Company and shall be entitled to rely on a copy of any resolution or other action taken by the Board and certified by any Officer of the Company not named in the resolution, as conclusive evidence of such action of the authority of the Officer referred to in such resolution to bind the Company to the extent set forth therein.

(c) The President, any Vice President, the Treasurer or any Assistant Treasurer of this Limited Liability Company shall have the authority by a letter signed by any of them to open bank accounts with any banks and to name the person or persons, or combination of persons, authorized to sign checks and withdrawal documents drawn against such accounts, and to sign agreements and other documents providing for the transfer of funds by computers or similar electronic means or otherwise.

#### **ARTICLE IV - GENERAL PROVISIONS**

**Section 4.1 Notice.** Any notice, payment, demand, or communication required or permitted to be given by any provision of this Operating Agreement shall be in writing or by facsimile and shall be deemed to have been delivered, given, and received for all purposes (a) if delivered personally to the person or to an officer of the person to whom the same is directed, or (b) when the same is actually received (if a Business Day, or if not, on the next succeeding Business Day) if sent either by courier or delivery service or registered or certified mail, postage and charges prepaid, or by facsimile, if such facsimile is followed by a hard copy of the facsimile communication sent by registered or certified mail, postage and charges prepaid, addressed as follows, or to such other address as such person may from time to time specify by notice to the Member:

- (i) If to the Company: **WILLIAMS COMMUNICATIONS, LLC**  
Attn: Legal Department  
One Williams Center, Suite 4100  
Tulsa, OK 74172  
Facsimile: (918) 573-4503

And

- (ii) If to the Member, to the address set forth in the preamble hereof.

**Section 4.2 Binding Effect.** Except as otherwise provided herein, every covenant, term and provision hereof shall be binding upon and inure to the benefit of the Member and its

permitted successors, transferees, and assigns (including any assignee for security purposes or person holding a security interest).

Section 4.3 Severability. Except as otherwise provided in the succeeding sentence, every provision of this Operating Agreement is intended to be severable, and, if any term or provision hereof is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity or legality of the remainder of this Operating Agreement. The preceding sentence of this Section shall be of no force or effect if the consequence of enforcing the remainder of this Operating Agreement without such illegal or invalid term or provision would be to cause any Member to lose the benefit of its economic bargain.

Section 4.4 Indemnification. Officers shall have right to indemnification from the Company and to the advancement of expenses in connection therewith to the fullest extent permitted by law, including, but not limited to, indemnification of an Officer for judgments, settlements, penalties, fines or expenses incurred in any proceeding because he or she is or was an Officer.

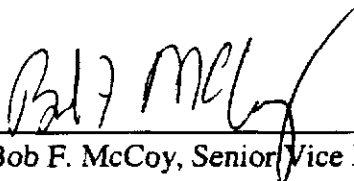
Section 4.5 Survival of Indemnification Obligations. All indemnities provided for herein shall survive the transfer of any Member interest and the liquidation of the Company.

Section 4.6 Tax Matters. The Member shall cause to be prepared and filed all necessary federal and state income tax returns for the Company. The Member intends for the Company to be treated as a partnership, and not as an association taxable as a corporation, for federal and state income tax purposes, but not for any other purposes.

Section 4.7 Choice of Law. This Operating Agreement shall be construed and interpreted according to the laws of the State of Delaware.

EXECUTED this 1<sup>st</sup> day of January, 2001.

WILLIAMS COMMUNICATIONS GROUP, INC.

By   
Bob F. McCoy, Senior Vice President



## OFFICE OF THE SECRETARY OF STATE

---

JESSE WHITE • Secretary of State

JANUARY 08, 2001

0050352-5

CT CORPORATION SYSTEM  
208 S LASALLE ST  
CHICAGO, IL 60604-0000

RE WILLIAMS COMMUNICATIONS, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

**Illinois  
Limited Liability Company Act**

This space for use by  
Secretary of State

**Jesse White**  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

**Application for Admission to Transact Business**

**Submit in Duplicate**  
Must be typewritten

*This space for use by Secretary of State*

Date 1-8-01  
Assigned File # 0050-352-5  
Filing Fee \$400  
Penalty \$  
Approved: JB \$

**FILED**

JAN 08 2001

**JESSE WHITE  
SECRETARY OF STATE**

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

1. Limited Liability Company name: WILLIAMS COMMUNICATIONS, LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 73-1462856
4. Jurisdiction of Organization: Delaware
5. Date of Organization: 01/01/2001
6. Period of Duration: Perpetual  
(See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):  

<u>One Williams Center</u>		
(Number)	(Street)	(Suite)
<u>Tulsa, OK 74172</u>		
(City/State)	(ZIP Code)	(County)
8. Registered agent: C T Corporation System  
(First name) (Middle Name) (Last Name)  
Registered Office: c/o C T Corporation System, 208 South LaSalle Street  
(Number) (Street) (Suite #)  
(P.O. Box or c/o Chicago Cook Illinois 60604  
are unacceptable) (City) (County) (ZIP Code)
9. The date on which this foreign LLC first did business in Illinois: Upon qualification

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

To provide communications services and to perform or engage in any other lawful acts or activities for which limited liability companies may be organized under the General Limited Liability Laws of Delaware and permitted under the Illinois Limited Liability Company Act.

11. The limited liability company is managed by:

☒ manager(s)  
☐ vested in member(s)

12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated January 1, 2001  
(Month/Day) (Year)



(Signature)  
 (Signature must comply with Section 5-45 of ILLCA)

Frank M. Semple, Manager

(Type or print name and title)

\*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)



## Illinois

### COMPLETION AND EXECUTION INSTRUCTIONS - LIMITED LIABILITY COMPANIES

**With Whom Filed:** The Secretary of State

**Number of Copies to be Filed:** 2 originals of Articles of Dissolution, an Application for Admission to Transact Business as a Foreign Limited Liability Company and an Amended Application for Admission

All other documents: 1 original and 1 copy, which may be a signed carbon or photocopy

**Execution Requirements:** Documents filed by or on behalf of domestic limited liability companies must be executed either:

1. By any manager of the company if management of the company is vested in one or more managers.
2. If the company has no managers, by the members, or those members that may be designated by a majority vote of the members.
3. If the company has not yet been formed, by the organizer or organizers of the company.
4. If the company is in the hands of any receiver, trustee or other court appointed fiduciary, by that fiduciary.

Documents filed by or on behalf of foreign limited liability companies must be executed as follows:

1. An application for admission to transact business and an amended application for admission must be signed by a manager or member.
2. An application for withdrawal must be signed by a manager or if none, any member or members that may be designated by the members pursuant to limited liability company action properly taken under local applicable law, or if the company is in the hands of a receiver or trustee, by such receiver or trustee.

The person executing the document should state beneath or opposite such person's signature his or her name and the capacity in which the person signs.

**Additional Special Requirements:** The envelope addressed to the Secretary of State should be made to the attention of the Limited Liability Company Division.

**WILLIAMS LOCAL NETWORK, LLC**

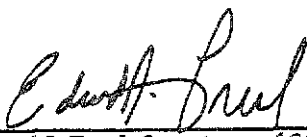
*State of Delaware*  
*Office of the Secretary of State*      PAGE 2

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "WILLIAMS LOCAL NETWORK, LLC" FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE FIRST DAY OF JANUARY, A.D. 2001.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

3076576 8100V

AUTHENTICATION: 0841003

001614267

DATE: 12-08-00

CERTIFICATE OF FORMATION  
OF  
WILLIAMS LOCAL NETWORK, LLC

1. The name of the limited liability company is WILLIAMS LOCAL NETWORK, LLC
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The effective date of the formation of this limited liability company shall be January 1, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of WILLIAMS LOCAL NETWORK, LLC this 7th day of December, 2000.

\_\_\_\_\_  
Loretta K. Roberts

Loretta K. Roberts  
Authorized Person

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

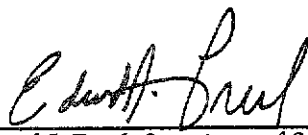
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "WILLIAMS LOCAL NETWORK, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "WILLIAMS LOCAL NETWORK, INC." TO "WILLIAMS LOCAL NETWORK, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2001.



3076576 8100V

001614267

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State  
AUTHENTICATION: 0841003

DATE: 12-08-00

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 266 OF THE  
DELAWARE GENERAL CORPORATION LAW

1. The name of the corporation immediately prior to filing this Certificate is WILLIAMS LOCAL NETWORK, INC.
2. The date the Certificate of Incorporation was filed on is July 29, 1999.
3. The original name of the corporation as set forth in the Certificate of Incorporation is WILLIAMS LOCAL NETWORK, INC.
4. The name of the limited liability company as set forth in the formation is WILLIAMS LOCAL NETWORK, LLC
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
6. The effective date of this conversion shall be January 1, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of WILLIAMS LOCAL NETWORK, INC. this 7<sup>th</sup> day of December, 2000.

Loretta K. Roberts  
Loretta K. Roberts, Assistant Secretary

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WILLIAMS LOCAL NETWORK, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JULY, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3076576 8100

991315246

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

9895643

AUTHENTICATION:

DATE:

07-30-99

CERTIFICATE OF INCORPORATION  
OF  
WILLIAMS LOCAL NETWORK, INC.

FIRST: The name of the Company is:

WILLIAMS LOCAL NETWORK, INC.

SECOND: Its registered office in the State of Delaware is to be located at 1209 Orange Street, City of Wilmington, State of Delaware, County of New Castle, and the name and address of its registered agent is The Corporation Trust Corporation, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to provide telecommunications services on a common carrier/public utility basis and to engage in any lawful acts or activities for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of Common Stock which the Company shall have authority to issue is one thousand (1,000) shares, all of which shall be with a par value of one dollar (\$1.00) per share.

FIFTH: The name and mailing address of the incorporator is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Cher S. Lawrence	One Williams Center Tulsa, OK 74172

SIXTH: Upon the filing of the Certificate of Incorporation, the authority of the incorporator shall terminate and the following named individuals, whose mailing addresses are set out beside their names, shall serve as directors until the first Annual Meeting of Stockholders or until their successors are elected and qualified:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Howard E. Janzen	One Williams Center Tulsa, Oklahoma 74172



Delwin L. Bothof                      One Williams Center  
Tulsa, Oklahoma 74172

Laura A. Kenny                      One Williams Center  
Tulsa, Oklahoma 74172

Frank M. Semple                      One Williams Center  
Tulsa, Oklahoma 74172

Joseph C. Turcotte                      One Williams Center  
Tulsa, Oklahoma 74172

S. Miller Williams                      One Williams Center  
Tulsa, Oklahoma 74172

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Company and for defining and regulating the powers of the Company and its directors and stockholders:

1. The private property of the stockholders of the Company shall not be subject to the payment of corporate debts to any extent whatsoever.
2. The first meeting of the stockholders for the election of directors shall be held in Tulsa, Oklahoma, at the office of the Company, on August 15, 2000, or at such other time and place as may be designated by the Board of Directors, and thereafter the directors shall be elected at the time and place named in the By-laws of the Company.
3. Written ballots shall not be required for the election of directors of the Company.
4. The Board of Directors shall have the power to make, alter or repeal By-laws of the Company.
5. The By-laws of the Company may fix or provide the manner of fixing and altering the number of directors constituting the Board of Directors, provided that such number shall not be less than three.

6. To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Company shall not be liable to the Company or its stockholders for monetary damages for breach of such director's fiduciary duty as a director.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of the Company hereinbefore named, do certify that the facts herein stated are true, that the execution of this instrument is my act and deed, and that I accordingly have hereunto set my hand this 29th day of July, 1999.

*Cher S. Lawrence*  
Cher S. Lawrence

## **OPERATING AGREEMENT**

### **OF**

## **WILLIAMS LOCAL NETWORK, LLC**

THIS OPERATING AGREEMENT dated as of the 1<sup>st</sup> day of January 2001, is made by WILLIAMS COMMUNICATIONS, LLC, a Delaware limited liability company with offices at One Williams Center, Tulsa, Oklahoma 74172.

WHEREAS, on the 1<sup>st</sup> day of January 2001, WILLIAMS COMMUNICATIONS, LLC formed a limited liability company pursuant to the provisions of the Delaware Limited Liability Company Act by having the Certificate of Formation of WILLIAMS LOCAL NETWORK, LLC (the "Company") filed with the Secretary of the State of Delaware.

NOW, THEREFORE, in order to establish the Company and provide for its authority to transact business, WILLIAMS COMMUNICATIONS, LLC hereby declares as follows:

### **ARTICLE I - ADOPTION OF ORGANIZATIONAL DOCUMENTS; PRIORITY OF AUTHORITIES**

Section 1.1 Certificate of Formation and Operating Agreement Adoption. The form of the Certificate of Formation of the Company which has been filed with the Secretary of State of the State of Delaware is hereby adopted by WILLIAMS COMMUNICATIONS, LLC, and all actions taken in organizing the Company, including, but not limited to, the filing of such Certificate of Formation, are in all respects ratified, confirmed, adopted and approved. This Operating Agreement is hereby adopted by WILLIAMS COMMUNICATIONS, LLC to govern the internal business and affairs of the Company.

Section 1.2 Priority of Authorities. The provisions hereof shall be controlling except to the extent they are in direct conflict with provisions of the Certificate of Formation of the Company as now in existence and as amended from time to time (the "Certificate") or provisions of the Delaware Limited Liability Company Act as now in existence and as amended from time to time (the "Act").

Section 1.3 Change of Certificate and Operating Agreement. It shall require the consent of only WILLIAMS COMMUNICATIONS, LLC to change the Certificate of Formation and/or this Operating Agreement.

### **ARTICLE II - OFFICES; RESIDENT AGENT**

Section 2.1 Offices. The Company's principal place of business shall be One Williams Center, Tulsa, Oklahoma 74172, until changed as provided by the Act. The Company may also

have such other offices and places of business as the business of the Company may require.

Section 2.2 Name. The name of the limited liability company formed hereby shall continue to be WILLIAMS LOCAL NETWORK, LLC. All business of the Company shall be conducted in such name; however, upon application to qualify the Company to do business in foreign states where the name of the Company is not available for use, the Company may conduct business under the name WLNI, LLC or WLN, LLC.

Section 2.3 Registered Agent. The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of the Company's registered agent at such address is The Corporation Trust Company.

### ARTICLE III - MANAGEMENT

#### Section 3.1 Board of Directors:

(a) The management of the Company and its business shall be vested by a Board of Directors (the "Board") which shall consist of six (6) Directors. All Directors shall be appointed by, and may be removed or replaced at the discretion of, WILLIAMS COMMUNICATIONS, LLC

(b) The Board shall act by resolution duly adopted by vote at a meeting of the Board or by consent in writing of all Directors. At all Board meetings, Directors may vote in person or by proxy. Directors may participate in a meeting by any means of communication by which all Directors participating in such meeting may simultaneously hear each other during the meeting.

(c) WILLIAMS COMMUNICATIONS, LLC hereby appoints the following Directors:

Howard E. Janzen  
Delwin L. Bothof  
Laura A. Kenny  
Frank M. Semple  
Joseph C. Turcotte  
S. Miller Williams

Directors shall serve until their resignation or until their successors are appointed.

Section 3.2 Appointment and Removal of Directors. WILLIAMS COMMUNICATIONS, LLC may at any time, by written notice, substitute a new Director to serve or designate an alternate to act for and in place of an existing Director.

Section 3.3    Exercise of Authority Granted to the Board.

- (a)    Subject to the limitations of paragraph (b) below, or otherwise contained in this Operating Agreement, the Board may delegate such general or specific authority to the officers of the Company as it considers desirable. The officers of the Company may, subject to any restraints or limitations imposed by the Board, exercise the authority granted to them.
- (b)    Notwithstanding anything contained herein to the contrary, the authority to determine the following matters with respect to the Company shall be retained by the Board and any action with respect thereto may be taken by the officers of the Company (within such general or specific limits as may be determined by the Board) only after the Board has approved the action in question in accordance with this Section. The following actions shall require the affirmative vote of a majority of all Directors:
  - (i)     Appointing and removing any Officer;
  - (ii)    Changing the fiscal year of the Company or any accounting policy or procedure of the Company, except as required by law;
  - (iii)   Sale, lease or other disposition of all or substantially all of the Company's assets;
  - (iv)    Borrowing, lending, securing or guaranteeing the payment of funds or obligations of the Company;
  - (v)     Recapitalization, dissolution or merger of the Company. other than where the Company survives the transaction in which case any officer of the Company may approve the transaction;
  - (vi)    Pledging, placing in trust, assigning or otherwise encumbering any existing property real or personal, owned or hereafter acquired by the Company as collateral or security for any borrowing or other obligation of the Company, except for pledges or deposits under workers' compensation, unemployment insurance and social security laws or to secure the performance of bids, tenders, contracts (other than for the repayment of money), or leases, or to secure statutory obligations or surety or appeal bonds or to secure indemnity, performance or similar bonds used in the ordinary course of business;
  - (vii)   Making loans or advances to any party, excluding advances for travel and relocation expenses;
  - (viii)  Amending the Certificate or this Operating Agreement.
- (c)    Subject to the foregoing, the Officers of the Company shall be fully authorized to handle the day-to-day business and decisions of the Company.

### Section 3.4 Meetings of the Board.

(a) Meetings of the Directors shall be held from time-to-time on the date and at the time determined by the President or any Director of the Company.

(b) Unless waived in writing by all of the Directors, at least five business days' prior notice of any meeting shall be given to each Director, except in the case of an emergency meeting. Such notice shall state the purpose for which such meeting has been called.

(c) A quorum shall be required for any meeting or action by the Board of Directors. Four (4) Directors shall constitute a quorum.

(d) The Board shall cause to be kept a book of minutes of all of its meetings in which there shall be recorded the time and place of such meeting, whether regular or special, and if special, by whom such meeting was called, the notice thereof given, the name of those present and the proceedings thereof. Copies of any consents in writing shall also be filed in such minute book.

### Section 3.5 Officers of the Company.

(a) The Company shall have such officers as are designated below and as may be designated by the Board from time-to-time, who shall act as agents of the Company, who shall have such powers as are usually exercised by comparably designated officers of a Delaware corporation and who shall have the power to bind the Company through the exercise of such powers, to the extent consistent with the terms of this Operating Agreement.

(b) WILLIAMS COMMUNICATIONS, LLC hereby appoints the initial officers described below who shall, unless and until removed from office, act as agents of the Company until their resignations are accepted or until their successors are appointed:

<u>Name</u>	<u>Office</u>
Howard E. Janzen	President and Chief Executive Officer
John C. Bumgarner, Jr.	Senior Vice President, Assistant Secretary, Assistant Treasurer
Frank M. Semple	Senior Vice President, Assistant Secretary, Assistant Treasurer
Delwin L. Bothof	Senior Vice President, Assistant Secretary, Assistant Treasurer
S. Miller Williams	Senior Vice President, Assistant Secretary, Assistant Treasurer
Scott E. Schubert	Senior Vice President, Chief Financial Officer, Assistant Secretary
Laura A. Kenny	Senior Vice President, Assistant Secretary, Assistant Treasurer

Gerald L. Carson	Senior Vice President, Assistant Secretary, Assistant Treasurer
Joseph C. Turcotte	Senior Vice President, Assistant Secretary, Assistant Treasurer
Kenneth R. Epps	Senior Vice President, Assistant Secretary, Assistant Treasurer
Matthew W. Bross	Senior Vice President, Assistant Secretary, Assistant Treasurer
Greg S. Floerke	Senior Vice President and Assistant Secretary
William G. von Glahn	Senior Vice President and Assistant Secretary
Bob F. McCoy	Senior Vice President
Mark A. Bender	Senior Vice President, Assistant Secretary, Assistant Treasurer
Howard S. Kalika	Vice President, Treasurer, and Assistant Secretary
James W. Dutton	Vice President, Assistant Secretary, and Assistant Treasurer
Ken Kinnear	Vice President, Controller and Chief Accounting Officer
P. David Newsome, Jr.	General Counsel and Secretary
Mark W. Husband	Assistant Treasurer
James G. Ivey	Assistant Treasurer
Timothy J. Gallagher	Assistant Treasurer
Chip Schaechterle	Assistant Treasurer
Shawna L. Gehres	Assistant Secretary
Loretta K. Roberts	Assistant Secretary
Joseph W. Miller	Assistant Secretary
John T. Miller	Assistant Secretary
Candice L. Cheeseman	Assistant Secretary
Rick Wolfe	Assistant Secretary
Wilson Busby	Assistant Secretary

### Section 3.6 Execution of Documents.

(a) Any deed, deed of trust, bill of sale, lease agreement, security agreement, financing agreement, contract of purchase or sale, partnership agreement or joint venture agreement, or other contract or instrument purporting to bind the Company or to convey or encumber any of the assets of the Company, may be signed by the President, any Vice President, the Treasurer or the Secretary, and no other signature shall be required.

(b) Any person dealing with the Company shall be entitled to rely on a certificate of the Secretary or any Assistant Secretary as conclusive evidence of the incumbency of any Officer of the Company and his authority to take action on behalf of the Company and shall be entitled to rely on a copy of any resolution or other action taken by the Board and certified by any Officer of the Company not named in the resolution, as conclusive evidence of such action of the authority of the Officer referred to in such resolution to bind the Company to the extent set forth therein.

Section 4.4 Indemnification. Officers shall have right to indemnification from the Company and to the advancement of expenses in connection therewith to the fullest extent permitted by law, including, but not limited to, indemnification of an Officer for judgments, settlements, penalties, fines or expenses incurred in any proceeding because he or she is or was an Officer.

Section 4.5 Survival of Indemnification Obligations. All indemnities provided for herein shall survive the transfer of any Member interest and the liquidation of the Company.

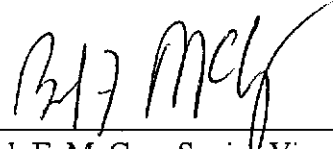
Section 4.6 Tax Matters. The Member shall cause to be prepared and filed all necessary federal and state income tax returns for the Company. The Member intends for the Company to be treated as a partnership, and not as an association taxable as a corporation, for federal and state income tax purposes, but not for any other purposes.

Section 4.7 Choice of Law. This Operating Agreement shall be construed and interpreted according to the laws of the State of Delaware.

EXECUTED this 1<sup>st</sup> day of January, 2001.

WILLIAMS COMMUNICATIONS, LLC

By



Bob F. McCoy, Senior Vice President





## OFFICE OF THE SECRETARY OF STATE

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JESSE WHITE • Secretary of State

JANUARY 09, 2001

0050361-4

CT CORPORATION SYSTEM  
208 S LASALLE ST  
CHICAGO, IL 60604-0000

RE WILLIAMS LOCAL NETWORK, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

**Illinois  
Limited Liability Company Act**

This space for use by  
Secretary of State

**Jesse White**  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

**Application for Admission to Transact Business**

**Submit in Duplicate**  
Must be typewritten

*This space for use by Secretary of State*

Date 1-9-01  
Assigned File # 0050-361-4  
Filing Fee \$400  
Penalty \$  
Approved: JB \$

**FILED**

JAN 09 2001

**JESSE WHITE  
SECRETARY OF STATE**

1. Limited Liability Company name: WILLIAMS LOCAL NETWORK, LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Federal Employer Identification Number (F.E.I.N.): 73-1462856
4. Jurisdiction of Organization: Delaware
5. Date of Organization: 01/01/2001
6. Period of Duration: Perpetual  
(See #14 on back)
7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):  

One Williams Center		
(Number)	(Street)	(Suite)
Tulsa, OK	74172	Tulsa
(City/State)	(ZIP Code)	(County)
8. Registered agent: C T Corporation System  
(First name) (Middle Name) (Last Name)  
Registered Office: c/o C T Corporation System, 208 South LaSalle Street  
(Number) (Street) (Suite #)  
(P.O. Box or c/o Chicago Cook Illinois 60604  
are unacceptable) (City) (County) (ZIP Code)
9. The date on which this foreign LLC first did business in Illinois: Upon qualification

**LLC-45.5**

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

See attached business purpose.

11. The limited liability company is managed by:

☒ manager(s)

☐ vested in member(s)

12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated January 1, 2001  
(Month/Day) (Year)

  
(Signature)  
(Signature must comply with Section 5-45 of ILLCA)

Delwin L. Bothof, Manager

(Type or print name and title)

\_\_\_\_\_  
\*(If applicant is a company or other entity, state name of company  
and indicate whether it is a member or manager of the LLC.)

\*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

LLC-17.4

**WILLIAMS LOCAL NETWORK, LLC**  
**Business Purpose**

To provide communications services and to perform or engage in any other lawful acts or activities for which limited liability companies may be organized under law.